



Harper, Rains, Knight & Company

IN 18 * 71415
GAX 18 * 13027D

V# VS* 14819

West Virginia Community Advancement & Development
1900 Kanawha Blvd. East
Charleston, WV 25305

Invoice No. 224442

Date 01/31/2018

Client No. 930980

DR per Andrew LF

CDBG monitoring services performed during the month
of January 2018 [see attached schedule(s) for details] \$ 23,715.00

Current amount due \$ 23,715.00

APPROVED FOR PAYMENT
5/2/18 
Date Approved By

Payment of this invoice is due upon receipt.

Harper, Rains, Knight & Company, P.A.
1052 Highland Colony Parkway, Suite 100 • Ridgeland, Mississippi 39157
p: 601.605.0722 • f: 601.605.0733 • www.hrkepa.com

**West Virginia Community Advancement & Development
1900 Kanawha Boulevard East
Charleston, WV 25305**

Invoice No. 224442
Date 1/31/2018
Clinet No. 930980

DR per Andrew

CDBG monitoring services performed during the month of January 2018.

Name	Level	Rate	Hours	Amount
Bill Felder	Director	195.00	42.00	8,190.00
Brittany Ainsworth	Manager	165.00	35.00	5,775.00
Meagan Pauli	Staff	120.00	81.25	9,750.00
				<u><u>23,715.00</u></u>

Total:

Pay Out of CDBG-DR

DR Admin	\$	23,715.00
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CDBG-DR Admin	\$	23,715.00
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Pay Out of CDBG

CDBG Admin	\$
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CDBG Admin	\$
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Invoice Total =	\$	23,715.00
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Invoice # 224442

Jan. 2018

Talked to Bill Felder on 5/2/18 and he confirmed that all services were for CDBG-DR monitoring.

Fund 8746
SubFund 0000
Dept 0307
Unit 7431
Appr 13000
Object 3207
SubObject 0000
Program CDBGDRADM
ProgPeriod B17
Act



**State of West Virginia
Agency Delivery Order**

Order Date: 2018-05-30

CORRECT ORDER NUMBER
MUST APPEAR ON ALL PACKAGES,
INVOICES, AND SHIPPING PAPERS.
QUESTIONS CONCERNING THIS
ORDER SHOULD BE DIRECTED TO
THE DEPARTMENT CONTACT.

Order Number: ADO 0307 7431 DEV1800000077	Procurement Folder: 456505
Document Name: LEGAL SERVICES	Reason for Modification:
Document Description: LEGAL SERVICES	
Procurement Type: Agency Delivery Order	
Buyer Name: Sheila L Hannah	
Telephone: (304) 957-2076	
Email: sheila.l.hannah@wv.gov	
Shipping Method: Best Way	Master Agreement Number: AMA 0307 DEV1800000006 1
Free on Board: FOB Dest, Freight Prepaid	

Vendor Customer Code: VS0000014819 HARPER RAINS KNIGHT & COMPANY P A 1052 Highland Colony Pkwy Ste 100	Requestor Name: Lisa J Fisher Requestor Phone: (304) 558-8860 Requestor Email: lisa.j.fisher@wv.gov
Ridgeland MS 39157 8764	
US Vendor Contact Phone: (304) 291-6300 Extension: Discount Percentage: 0.0000 Discount Days: 0	

ACCOUNTS PAYABLE DEPT OF COMMERCE FINANCE DIVISION BLDG 3 SUITE 800 1900 KANAWHA BLVD E CHARLESTON WV 25305 US	WV DEVELOPMENT OFFICE ADMINISTRATION 11900 KANAWHA BLVD E BLDG 3 SUITE 800 CHARLESTON WV 25305-0311 US
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Total Order Amount :	\$30,063.75
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DEPARTMENT AUTHORIZED SIGNATURE

SIGNED BY: Sheila L Hannah

DATE: 2018-05-30

ELECTRONIC SIGNATURE ON FILE

Extended Description:

LEGAL SERVICES

Line	Commodity Code	Quantity	Unit	Unit Price	Total Price
1	80120000	0.00000			\$30,063.75
Service From	Service To	Manufacturer	Model No	Supplier Part Number	Delivery Date
2018-05-29	2018-05-29				

Commodity Line Description: LEGAL SERVICES

Extended Description:



JOINT PROPOSAL FOR LEGAL SERVICES
to Represent the West Virginia Community Advancement
and Development Office (RFP #59)

May 19, 2017



May 19, 2016

State of West Virginia, Office of the Attorney General
State Capitol Building I, Room E-26
1900 Kanawha Boulevard East
Charleston, WV 25305

rfpresponse@wvago.gov

RE: Response to RFP# 59 Proposal to Provide Legal Services for The West Virginia Community Advancement and Development Office (WVCAD)

Dear Sir/Madam:

Balch & Bingham LLP ("Balch") appreciates the opportunity to submit the accompanying proposal to provide legal services to The West Virginia Community Advancement and Development Office (WVCAD). Balch is pleased to partner with Harper, Rains, Knight & Company, P.A. ("HRK") in providing the referenced services to WVCAD. Balch will be responsible for all legal services while HRK will provide the referenced monitoring services. Balch and HRK have provided similar services to the State of Mississippi on highly successful Katrina CDBG Disaster Relief programs. Balch has been the sole provider of legal services to the disaster recovery division of the Mississippi Development Authority ("MDA") since Katrina occurred on August 29, 2005. HRK has been the sole provider of integrity monitoring services to the State of Mississippi for its disaster relief programs since November 2008. This letter is incorporated into and forms an integral part of this proposal.

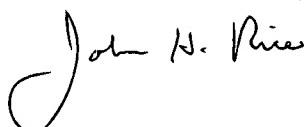
Please see the attached Joint Proposal for information specific to Balch's and HRK's experience and capabilities, along with each company's itemized responses to the RFP. Both Balch and HRK are entirely committed to providing WVCAD with professional, accurate and timely services on all assigned projects, and will take the measures necessary to accomplish this commitment.

Balch and HRK understand that initial training and ongoing education regarding the requirements of federal and state law, rules and regulations, and CDBG-DR policies and procedures are vital during the implementation and execution phases of the funded projects to ensure that such projects stay on track and are successfully completed within the required timeframes. Based on our previous experience in providing legal services and integrity monitoring services for the disaster recovery division of the MDA, we believe that we can be an invaluable asset to the WVCAD in providing an all-encompassing knowledge base. Balch and HRK propose to develop and integrate a successful program for the training of WVCAD and all vendor representatives, as well as subrecipients.

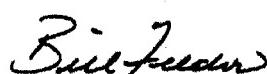
Balch and HRK believe our combined experience in providing the professional legal and integrity monitoring services delineated in this solicitation gives us the unique ability to deliver the high quality and professional legal and monitoring services requested by WVCAD.

We will be pleased to discuss the terms of this proposal with you at any time. We look forward to hearing from you.

Sincerely,



John Rice
Balch & Bingham LLP



Bill Felder, CPA
Harper, Rains, Knight & Company, P.A.

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ABOUT BALCH & BINGHAM LLP

Balch & Bingham LLP is a corporate law firm with more than 230 attorneys and lobbyists across offices in Alabama, Florida, Georgia, Mississippi and Washington, D.C. We are recognized nationally for our deep experience helping businesses navigate tough legal issues and complex transactions. Our firm is led by nationally ranked attorneys who combine business intelligence and industry leadership with high-quality legal counsel to anticipate and respond to corporate challenges both creatively and proactively.

Founded in 1922, Balch has a history of client service across highly regulated industries, including established practices in business, environmental, government relations, labor and employment, and litigation. We manage our client partnerships efficiently and transparently, resulting in value-driven representation and counsel tailored to each of our client's specific needs.

Balch & Bingham serves clients in over 65 practice areas that fall under seven firm sections:

BUSINESS

LITIGATION

LABOR & EMPLOYMENT

**ENVIRONMENTAL &
NATURAL RESOURCES**

ENERGY

**GOVERNMENTAL
RELATIONS**

FINANCIAL INDUSTRIES

7 OFFICES

230 ATTORNEYS





Harper, Rains, Knight & Company

OUR MISSION

Harper, Rains, Knight and Company, P.A. is a service-oriented certified public accounting firm dedicated to providing its clients with quality accounting, auditing, tax, and consulting services while meeting the accounting profession's highest technical and quality control standards.

OUR HISTORY

Our firm was established in 1994 through the merger of two local CPA firms that had been in existence for over 30 years.

OUR LOCATIONS

1052 Highland Colony Parkway
Suite 100
Ridgeland, MS 39157
Phone: 601-605-0722
Fax: 601-605-0733
MS CPA Firm Permit Number: F0358

700 12th Street NW
Suite 700
Washington D.C. 20005
Phone: 202-558-5163
Fax: 601-605-0733
DC CPA Firm License Number: CPC904144

OUR SIZE, CLASSIFICATIONS AND EMPLOYEE DESIGNATIONS

Our firm has 65 employees. In addition to Certified Public Accountants, our firm also has on staff 4 Certified Information Systems Auditors, 4 Certified Fraud Examiners, 2 Accredited in Business Valuation and 1 Certified Financial Examiner.

OUR FIRM PROFESSIONAL MEMBERSHIPS

American Institute of Certified Public Accountants
Mississippi Society of Certified Public Accountants
Association of Certified Fraud Examiners (ACFE)
Information Systems Audit Control Association (ISACA)

MONITORING SERVICES

COMPLIANCE WITH LAWS, REGULATIONS, AND POLICIES

Harper, Rains, Knight & Company, P.A. offers professional monitoring services for Federal and State governments and financial institutions.

MONITORING COMPLIANCE AND PERFORMANCE MEASURES

Federal Financial Management
Environmental Review Records
Procurement
Labor Standards
Fair Housing/Equal Opportunity
Closeout Requirements

CONTRACTOR MONITORING INCLUDES

Small Rental Assistance
Long-Term Workforce Housing
Public Housing
Project Management
Homeowners' Assistance Program

SUB-RECIPIENT MONITORING INCLUDES

Monitoring Compliance with Federal and State Laws, Regulations, and Internal Policies

HRK CAPABILITIES

HRK Response to RFP Item A

Support and assistance with oversight monitoring activities to review administrative, programmatic, and financial compliance with Federal and State Laws, regulations, and policies, including but not limited to: financial management, national objectives, citizen participation, environmental review records, procurement, labor standards, and fair housing and equal opportunity, as related to the CDBG-DR program.

PROJECT PLAN MANAGEMENT

HRK will develop and perform monitoring services by developing a project framework consisting of 4 phases: Planning, Education, Monitoring/Fieldwork and Reporting.

Phase I: Planning - The phase in which HRK will identify areas of risk and types of fraud that may occur depending on the project and/or services performed, develop procedures to prevent, deter and mitigate fraud, waste and abuse by entities doing business with WVCAD and facilitate the reporting of fraud, waste, abuse, illegal acts and improper conduct. We anticipate this phase will take place during the first two months and continue throughout the period of performance as additional planning becomes necessary.

Phase II: Education - The phase in which HRK will develop and conduct education and awareness training to WVCAD and entities conducting business with WVCAD. Training will include, but is not limited to, state and federal laws and regulations and individualized training covering program specific requirements. We anticipate this phase will take place primarily during the first four months of the period of performance with additional training provided as necessary when future projects are approved by WVCAD.

Phase III: Monitoring/Fieldwork - The phase in which HRK will implement procedures developed in Phase I to assist with monitoring/fieldwork and management of contractor/sub-recipients as required by 2 CFR 200 and monitor contractors and/or sub-recipient compliance with applicable federal and state laws, rules and regulations through inquiries, site visits, review of supporting documents and other related activities. We will also provide any forensic review and oversight requested by WVCAD. We anticipate this phase will begin immediately after applicable planning and education activities are completed and extend through the completion of each project close-out.

Phase IV: Reporting - The phase in which HRK will report instances of potential fraud, waste and abuse to the appropriate state and federal agencies, provide documentation and support for those instances and coordinate and cooperate, as necessary, with state and federal agencies conducting their investigations. HRK will provide interim reporting at the completion of each monitoring/fieldwork review. We anticipate this phase will run concurrently with the monitoring/fieldwork phase and extend to both reporting of individual projects to WVCAD officials as well as the overall reporting requirements of WVCAD to applicable state and federal officials.

HRK integrates into each of the phases all of the applicable Federal standards, including OMB requirements and GAO guidance, with particular attention paid to the uniform administrative requirements, costs principles and audit requirements for federal awards found in 2 CFR 200.

HRK will use Knowledge Coach Engagement working paper software to document our working papers. We integrate into each step the appropriate guidance and reference materials so that each step can be performed and reviewed effectively and efficiently.

Project Plan Management Phases

Phase I: Planning

Comprehensive planning is essential to the successful performance of monitoring functions. It incorporates gaining an initial understanding of the program and applicable federal and state laws, rules and regulations, reviewing approved projects, and discussions with WVCAD and other interested parties, including approved contractor/sub-recipient representatives, to ensure all user needs are incorporated into the development of our procedures.

Specific procedures to perform during Phase I consist of, but are not limited to:

- Establishing an open line of communication between HRK and WVCAD officials and other interested parties to gain an understanding of user needs and develop a clear course of action to meet those needs.
- Performing a risk assessment of the program and each contractor/sub-recipient entity to identify critical compliance requirements, performance measures to be tested and the types of fraud that may occur. Our assessment will include the review of action plans provided by WVCAD, which is essential in developing efficient monitoring programs.
- Develop a standardized monitoring program(s) to include appropriate compliance tests with applicable federal, state and The Continuing Appropriations Act of 2017 requirements such as inquiries of officials, walk-throughs of internal controls, inspection of documents and re-performance of work. Dual-testing will be used as allowed to increase efficiencies. The monitoring program will be flexible enough to allow for the modification and/or addition of procedures based on the size and complexity of the project and their various contractual obligations.
- Establish an open line of communication between HRK and contractor/sub-recipient entities doing business with WVCAD and review approved contracts to learn the specific requirements of each project in order to develop an individualized approach for monitoring each entity. Submit to WVCAD our monitoring program(s) for comment and approval and perform revisions, as necessary.
- Develop recommendations of internal monitoring guidelines, policies and procedures such as sample selection, percentage of completion performance checks and whistleblower response. Submit our recommendations to WVCAD for comment and approval.
- Develop a format for reporting results of monitoring procedures to WVCAD officials and submit for comment and approval.
- Finalize logistical arrangements including: assignment of appropriate staff, sending information requests to contractor/sub-recipient entities, identifying any confidentiality

requirements of contractor/sub-recipient entity records, make necessary arrangements to meet with contractor/sub-recipient entities, and make any necessary travel arrangements.

Phase II: Education

Based on our previous experience monitoring the activities of sub-recipients for the Mississippi Development Authority - Disaster Recovery Division, ongoing education of requirements of federal and state laws, rules, and regulations is a vital step in ensuring projects remain on track to be completed within their individual periods of performance. In our experience, project managers, contractors and sub-recipients may be more focused on the end result of the project and less focused on the compliance details. HRK's ability to support WVCAD and project representatives and their overarching goals while insuring projects meet all their compliance requirements is the primary priority in Phase II.

Specific procedures to perform during Phase II consist of, but are not limited to:

- Develop a manual of all applicable laws and regulations and disburse to contractor/sub-recipient entities
- Develop a program for training that includes discussion of applicable laws and regulations, examples of proper support for information submitted to WVCAD and a question and answer session where contractor/sub-recipient entities may pose questions to the monitoring staff for project specific guidance.
- Conduct educational classes to ensure all WVCAD and contractor/sub-recipient entity representatives have an opportunity to attend.
- Provide each contractor/sub-recipient entity the approved monitoring program(s) and offer ongoing technical assistance and discuss any questions they may have regarding the monitoring of their individual contract.
- Consult with WVCAD and contractor/sub-recipient entities to provide additional educational classes on specific topics throughout the period of service, as necessary.

Phase III: Monitoring/Fieldwork

The monitoring/fieldwork phase is used to obtain sufficient, appropriate evidence to provide a reasonable basis for findings and conclusions. During this phase, evidence will be gathered to provide an independent assessment of each individual contractor/sub-recipient entity's compliance with relevant federal and state laws and regulations and The Continuing Appropriations Act of 2017 terms and conditions.

Specific procedures to perform during Phase III consist of, but are not limited to:

- Conduct preliminary inquiries in accordance with all applicable state and federal laws, rules and regulations.
- Conduct preliminary inquiries of indicated concerns to identify whether potential violations of applicable state and federal laws, rules and regulations may have occurred:
 - Perform a site visit to discuss with contractor/sub-recipient entities potential concerns.
 - Review documentation related to concerns to support any determinations of potential violations.
- Ensuring compliance with 2 CFR 200 through tests of controls and details, including but not limited to:

- Reviewing expenditures to ensure they were made in accordance with federal statutes, regulations and program terms, identify the source and application of funds for program activities, and determine other applicable cost principles were properly applied.
- Selection of a sample of equipment and other capital expenditures and review to ensure purchases were within the scope of the project and therefore allowable under OMB guidance.
- Policies and procedures include applicable record retention requirements.
- Review and analysis of documents submitted by contractor/sub-recipient entity to WVCAD, including but not limited to:
 - Reconciliation of their general ledger to monies paid and collected.
 - Ensuring actual expenditures are within budgeted amounts and explanations are obtained for any overages.
 - Selection of a sample of cash requests and inspecting invoices and other documents supporting reimbursements.
 - Selection of a sample of certified payroll reports and ensuring that wages agree to the Davis-Bacon wage rate determination.
 - Selection of a sample of procurement documents to ensure the proper procurement method is applied and applicable provisions are followed.
- Review approved contractor/sub-recipient entity contracts for project specific requirements outlined in the scope of services and develop individualized procedures for each project.
- At the request of contractor/sub-recipients, with the approval of WVCAD, provide on-site technical assistance to ensure proper application of procedures and appropriate supporting documentation is maintained.
- Perform an environmental review to ensure each contractor/sub-recipient entity is in compliance with applicable environmental, federal and state laws and regulations as determined by their funding source.
- Provide forensic accounting services, as necessary, when any potential fraud or abuse is discovered.

Phase IV: Reporting

Upon completion of monitoring/fieldwork review testing, HRK will inform WVCAD of completion and prepare and present our report (in a format approved by WVCAD) within 15 business days or other time period more acceptable to WVCAD. Should fieldwork extend indefinitely, HRK will informally report any issues identified immediately.

HRK will report specific findings of potential fraud, waste and abuse identified through fieldwork and forensic procedures to the appropriate federal and state agencies. Findings will include all relevant documentation necessary to support our conclusions of potential fraud, waste and abuse or violations of applicable federal and state laws, rules and regulations pertaining to restoration activities. HRK will also coordinate and cooperate with other authorized state and federal agencies in any independent investigations of fraud, waste and abuse.

HRK will conduct any exit conferences to explain our findings with WVCAD and contractor/sub-recipient entity officials, as necessary.

HRK will assist WVCAD with required reporting to applicable state and federal agencies and legislative bodies regarding performance measures and milestones and provide support for our monitoring services to official representatives in their oversight capacity, as requested.

Conclusion - The summarized project plan outlined above is consistent with the project plan used by HRK to assess risks, develop policies and procedures, educate relevant parties, implement monitoring services (standardized and specific) and report findings to appropriate government officials/agencies in providing similar services to the Mississippi Development Authority - Disaster Recovery Division from 2008 to present.

HRK Response to RFP Item B

Support and assistance with oversight and monitoring of vendors contracted by WVCAD for the CDBG and CDBG-DR program, including but not limited to: development and implementation of benchmarks as applicable, as well as quality improvement plans corrective actions, and other necessary oversight actions. Ensure that all vendors comply with all regulations governing their administrative, financial and programmatic operations and achieve their performance objectives on schedule and within budget.

PROJECT PLAN MANAGEMENT

HRK will develop and perform monitoring services by developing a project framework consisting of 4 phases: Planning, Education, Monitoring/Fieldwork and Reporting.

Phase I: Planning - The phase in which HRK will identify areas of risk and types of fraud that may occur depending on the project and/or services performed, develop procedures to prevent, deter and mitigate fraud, waste and abuse by entities doing business with WVCAD and facilitate the reporting of fraud, waste, abuse, illegal acts and improper conduct. We anticipate this phase will take place during the first two months and continue throughout the period of performance as additional planning becomes necessary.

Phase II: Education - The phase in which HRK will develop and conduct education and awareness training to WVCAD and entities conducting business with WVCAD. Training will include, but is not limited to, state and federal laws and regulations and individualized training covering program specific requirements. We anticipate this phase will take place primarily during the first four months of the period of performance with additional training provided as necessary when future projects are approved by WVCAD.

Phase III: Monitoring/Fieldwork - The phase in which HRK will implement procedures developed in Phase I to assist with monitoring/fieldwork and management of vendors as required by 2 CFR 200 and monitor vendor compliance with applicable federal and state laws, rules and regulations through inquiries, site visits, review of supporting documents and other related activities. We will also provide any forensic review and oversight requested by WVCAD. We anticipate this phase will begin immediately after applicable planning and education activities are completed and extend through the completion of each project close-out.

Phase IV: Reporting - The phase in which HRK will report instances of potential fraud, waste and abuse to the appropriate state and federal agencies, provide documentation and support for those instances and coordinate and cooperate, as necessary, with state and federal agencies conducting their investigations. HRK will provide interim reporting at the completion of each monitoring/fieldwork review. We anticipate this phase will run concurrently with the monitoring/fieldwork phase and extend to both reporting of individual projects to WVCAD officials as well as the overall reporting requirements of WVCAD to applicable state and federal officials.

HRK integrates into each of the phases all of the applicable Federal standards, including OMB requirements and GAO guidance, with particular attention paid to the uniform administrative requirements, costs principles and audit requirements for federal awards found in 2 CFR 200.

HRK will use Knowledge Coach Engagement working paper software to document our working papers. We integrate into each step the appropriate guidance and reference materials so that each step can be performed and reviewed effectively and efficiently.

Project Plan Management Phases

Phase I: Planning

Comprehensive planning is essential to the successful performance of monitoring functions. It incorporates gaining an initial understanding of the program and applicable federal and state laws, rules and regulations, reviewing approved projects, and discussions with WVCAD and other interested parties, including approved vendor representatives, to ensure all user needs are incorporated into the development of our procedures.

Specific procedures to perform during Phase I consist of, but are not limited to:

- Establishing an open line of communication between HRK and WVCAD officials and other interested parties to gain an understanding of user needs and develop a clear course of action to meet those needs.
- Performing a risk assessment of the program and each vendor to identify critical compliance requirements, performance measures to be tested and the types of fraud that may occur. Our assessment will include the review of action plans provided by WVCAD, which is essential in developing efficient monitoring programs.
- HRK will conduct an initial conference with vendor representatives to determine benchmarks for monitoring and set timelines for future site visits, which will ensure that each vendor receives individualized program goals tailored to their specific program objectives.
- Develop a standardized monitoring program(s) to include appropriate compliance tests with applicable federal, state and The Continuing Appropriations Act of 2017 requirements such as inquiries of officials, walk-throughs of internal controls, inspection of documents and re-performance of work. Dual-testing will be used as allowed to increase efficiencies. The monitoring program will be flexible enough to allow for the modification and/or addition of procedures based on the size and complexity of the project and their various contractual obligations.
- Establish an open line of communication between HRK and vendors doing business with WVCAD and review approved contracts to learn the specific requirements of each project in order to develop an individualized approach for monitoring each entity. Submit to WVCAD our monitoring program(s) for comment and approval and perform revisions, as necessary.
- Develop recommendations of internal monitoring guidelines, policies and procedures such as sample selection, percentage of completion performance checks and whistleblower response. Submit our recommendations to WVCAD for comment and approval.
- Develop a format for reporting results of monitoring procedures to WVCAD officials and submit for comment and approval.

- Finalize logistical arrangements including: assignment of appropriate staff, sending information requests to vendors, identifying any confidentiality requirements of vendor records, make necessary arrangements to meet with vendors, and make any necessary travel arrangements.

Phase II: Education

Based on our previous experience monitoring the activities of subrecipients for the Mississippi Development Authority - Disaster Recovery Division, ongoing education of requirements of federal and state laws, rules, and regulations is a vital step in ensuring projects remain on track to be completed within their individual periods of performance. In our experience, project managers and vendors may be more focused on the end result of the project and less focused on the compliance details. HRK's ability to support WVCAD and project representatives and their overarching goals while insuring projects meet all their compliance requirements is the primary priority in Phase II.

Specific procedures to perform during Phase II consist of, but are not limited to:

- Develop a manual of all applicable laws and regulations and disburse to vendors.
- Develop a program for training that includes discussion of applicable laws and regulations, examples of proper support for information submitted to WVCAD and a question and answer session where vendors may pose questions to the monitoring staff for project specific guidance.
- Conduct educational classes to ensure all WVCAD and vendor representatives have an opportunity to attend.
- Provide each vendor with the approved monitoring program(s) and offer ongoing technical assistance and discuss any questions they may have regarding the monitoring of their individual contract.
- Consult with WVCAD and vendors to provide additional educational classes on specific topics throughout the period of service, as necessary.

Phase III: Monitoring/Fieldwork

The monitoring/fieldwork phase is used to obtain sufficient, appropriate evidence to provide a reasonable basis for findings and conclusions. During this phase, evidence will be gathered to provide an independent assessment of each vendor's compliance with relevant federal and state laws and regulations and The Continuing Appropriations Act of 2017 terms and conditions.

Specific procedures to perform during Phase III consist of, but are not limited to:

- Conduct preliminary inquiries in accordance with all applicable state and federal laws, rules and regulations.
- Conduct preliminary inquiries of indicated concerns to identify whether potential violations of applicable state and federal laws, rules and regulations may have occurred:
 - Perform a site visit to discuss with vendors potential concerns.
 - Review documentation related to concerns to support any determinations of potential violations.
- HRK will meet with vendor representatives during site visits and perform the following monitoring services: review benchmarks and determine if those benchmarks are still attainable or if they should be revised; discuss any obstacles that may have hindered meeting

- benchmark objectives; and provide technical assistance as needed to address any potential concerns or procedures.
- Ensuring compliance with 2 CFR 200 through tests of controls and details, including but not limited to:
 - Reviewing expenditures to ensure they were made in accordance with federal statutes, regulations and program terms, identify the source and application of funds for program activities, and determine other applicable cost principles were properly applied.
 - Selection of a sample of equipment and other capital expenditures and review to ensure purchases were within the scope of the project and therefore allowable under OMB guidance.
 - Policies and procedures include applicable record retention requirements.
 - Review and analysis of documents submitted by vendor to WVCAD, including but not limited to:
 - Reconciliation of their general ledger to monies paid and collected.
 - Ensuring actual expenditures are within budgeted amounts and explanations are obtained for any overages.
 - Selection of a sample of cash requests and inspecting invoices and other documents supporting reimbursements.
 - Selection of a sample of certified payroll reports and ensuring that wages agree to the Davis-Bacon wage rate determination.
 - Selection of a sample of procurement documents to ensure the proper procurement method is applied and applicable provisions are followed.
 - HRK will perform a review of vendor compliance with applicable laws and regulations on an ongoing basis to identify any deficiencies or potential areas of deficiency to ensure vendor compliance.
 - Review approved vendor contracts for project specific requirements outlined in the scope of services and develop individualized procedures for each project.
 - At the request of vendors, with the approval of WVCAD, provide on-site technical assistance to ensure proper application of procedures and appropriate supporting documentation is maintained.
 - Perform an environmental review to ensure each vendor is in compliance with applicable environmental, federal and state laws and regulations as determined by their funding source.
 - Provide forensic accounting services, as necessary, when any potential fraud or abuse is discovered.

Phase IV: Reporting

Upon completion of monitoring/fieldwork review testing, HRK will inform WVCAD of completion and prepare and present our report (in a format approved by WVCAD) within 15 business days or other time period more acceptable to WVCAD. Should fieldwork extend indefinitely, HRK will informally report any issues identified immediately.

HRK will report specific findings of potential fraud, waste and abuse identified through fieldwork and forensic procedures to the appropriate federal and state agencies. Findings will include all relevant documentation necessary to support our conclusions of potential fraud, waste and abuse or violations of applicable federal and state laws, rules and regulations pertaining to restoration

activities. HRK will also coordinate and cooperate with other authorized state and federal agencies in any independent investigations of fraud, waste and abuse.

HRK will conduct any exit conferences to explain our findings with WVCAD and vendor officials, as necessary.

HRK will provide technical assistance for the preparation of corrective action plans to address any monitoring concerns. HRK will also provide, on an as needed basis, quality improvement suggestions based on our past experience with similar projects to assist the vendor in meeting their national objective in the most efficient and effective way possible.

HRK will assist WVCAD with required reporting to applicable state and federal agencies and legislative bodies regarding performance measures and milestones and provide support for our monitoring services to official representatives in their oversight capacity, as requested.

Conclusion

The summarized project plan outlined above is consistent with the project plan used by HRK to assess risks, develop policies and procedures, educate relevant parties, implement monitoring services (standardized and specific) and report findings to appropriate government officials/agencies in providing similar services to the Mississippi Development Authority - Disaster Recovery Division from 2008 to present.

EXPERIENCE WITH PROJECTS OF SIMILAR SCOPE AND REFERENCES

Harper, Rains, Knight and Company, P.A. (HRK), is a qualifying small business concern, that was established in 1994 through the merger of two local CPA firms that had been in existence for over 30 years, and has over 30 years of federal and state government audit and consulting experience, including experience performing agreed upon procedures and other engagements which are similar in scope and complexity to tasks contemplated in this solicitation. Currently, HRK provides accounting, auditing, financial and tax planning services, and business consulting for more than 1,800 clients in 20 states. These clients include individuals, partnerships, corporations, non-profit groups, employee benefit plans, and governmental organizations which range in size from a small retailer with two employees to a federal government agency employing over 22,000.

The Firm is currently providing professional monitoring services for the Mississippi Development Authority - Disaster Recovery Division ("MDA-DRD"). The scope of our services includes monitoring contractor compliance and performance measures including federal financial management, environmental review records, procurement, labor standards, fair housing/equal opportunity and closeout requirements. The contractor monitoring originally included (1) small rental assistance, (2) long-term workforce housing, (3) public housing, (4) project management, (5) and homeowners' assistance program. The sub-recipient monitoring originally included monitoring compliance with federal and state laws, regulations and internal policies for over 250 grant sub-recipients. However, these services were significantly expanded over the terms of the contracts.

HRK has performed agreed upon procedures on Davis Bacon Wage Surveys, contractor wage information for developing prevailing wage rates, for the Wage & Hour Division of the Department of Labor, desk reviews of Form EIA-28 energy company financial and operating data submissions, completeness testing of Form LS-513 Report of Longshoremen workers' compensation payments, and assisted the Social Security Administration evaluate Consent Based Social Security Number Verification (CBSV) service users' compliance with the User Agreement requirements and implement improvements to the requirements and procedures related to the CBSV.

Additionally, HRK professionals manage and perform approximately 35 internal audit (monitoring over operational and credit compliance requirements) engagements annually for financial institutions. Over the past 12 years, HRK has completed over 350 of these internal audit engagements.

We understand and have demonstrated through our past performance an understanding of monitoring and internal audit and agreed upon procedure engagements and how to successfully manage and conduct the projects/tasks requested by WVCAD. Below are five (5) referenced projects of similar size and scope completed by the proposed engagement team within the past five (5) years, followed by a Matrix of Key Personnel who participated in each project. The referenced projects include all contact information.

<p style="text-align: center;">Mississippi Development Authority Mississippi Disaster Recovery Division Katrina Community Development Block Grant Monitoring Services November, 2008 through Present</p>	
<p><u>Contact Information</u></p>	
Name:	Mr. Chuck Bearman, Director and Chief Compliance Officer of Disaster Recovery
Telephone Number:	601-359-9345
Email Address:	cbearman@mississippi.org

HRK performs Katrina Community Development Block monitoring services for the Mississippi Development Authority-Disaster Recovery Division ("MDA") for four federally funded programs; 1) Sub-recipient Monitoring program, 2) Vendor Monitoring program, 3) Port of Gulfport Restoration program, and 4) Infrastructure program. For each program listed above, HRK monitors compliance with federal and state laws, regulations and policies related to MDA's Disaster Recovery programs, including but not limited to, financial management, national objectives, citizen participation, environmental review records, procurement, labor standards and fair housing, Section 3 standards and equal opportunity. Notably, HRK was instrumental and extensively involved in the creation and implementation of the State's Section 3 Compliance Program, which it continues to oversee and monitor with MDA-Mississippi Disaster Recovery Division. HRK has demonstrated experience working with external partners and the MDA related to federal single audits on an annual basis.

HRK was initially awarded this contract in November, 2008 to provide professional monitoring services to the State of Mississippi and the Mississippi Development Authority ("MDA") in its ongoing Hurricane Katrina Disaster Recovery programs. The professional monitoring services provided include monitoring of sub-recipients and vendors. Disaster Recovery Community Development Block Grant ("CDBG") monitoring services are provided to review sub-recipients' and vendors' (currently contracted by MDA's Disaster Recovery program) compliance with federal and state laws, regulations and policies including, but not limited to, financial management, national objectives, citizen participation, environmental review records, procurement, labor standards and fair housing, Section 3 standards and equal employment opportunity.

This contract was re-competed in 2012 after four years and HRK was re-awarded the contract in January 2013. In addition, two additional tasks, the Port of Gulfport project monitoring and infrastructure project monitoring have been added to this task since it was re-awarded.

Beginning in November, 2013, HRK was assigned the additional responsibility of monitoring the Port of Gulfport Restoration program's and the Infrastructure program's compliance with federal and state laws, regulations and policies including, but not limited to, those related to financial management, national objectives, citizen participation, environmental review records, procurement, labor standards and fair housing, Section 3 standards and equal employment opportunity.

HRK has been extensively involved in providing technical assistance in all monitoring areas identified above to sub-grantees state wide. HRK has partnered with MDA in serving as a liaison between the sub-grantees and HUD in successfully resolving numerous impediments encountered throughout various phases of the sub-grants.

This project involves multiple tasks occurring simultaneously performed by multiple individuals (approximately 4-8 employees year round), and requires travel obligations to complete projects within the State of Mississippi).

The table below compares anticipated WVCAD tasks and specific examples of similar work performed for MDA to support HRK's level of experience and expertise that we can provide to WVCAD.

WVCAD Anticipated Scope of Services	MDA Related Experience
<ul style="list-style-type: none">Develop and implement procedures to prevent, deter and mitigate fraud, waste and abuse by entities doing business with WVCAD.	<ul style="list-style-type: none">Developed monitoring check lists inclusive of monitoring procedures to determine compliance of federal and state laws, rules and regulations.Performed policy and procedure performance measure reviews.
<ul style="list-style-type: none">Develop and implement procedures to facilitate the reporting of fraud, waste, abuse, illegal or improper conduct.	<ul style="list-style-type: none">Developed standard reports used in the reporting of findings to sub-recipients and applicable state agencies.

WVCAD Anticipated Scope of Services	MDA Related Experience
<ul style="list-style-type: none"> Develop and conduct education and awareness training to WVCAD and entities conducting business with WVCAD. 	<ul style="list-style-type: none"> Assisted in the development of Section J education classes intended by MDA and sub-recipient representatives. Performed independent review of counseling sessions intended by grant recipients; recordkeeping to document counseling sessions filled to MDA; and surveying recipients to gauge benefits of counseling sessions.
<ul style="list-style-type: none"> Assist with sub-recipient monitoring and management as required by 2 CRF 200. 	<ul style="list-style-type: none"> Developed internal policies and procedures over sample selection adopted by MDA. Determined population sizes and selected samples to review cash request reimbursements, procurement selection and Davis Bacon wage rate compliance.
<ul style="list-style-type: none"> Identify areas of risk and types of fraud that may occur depending on the project and/or services performed. 	<ul style="list-style-type: none"> Performed a review of contracts to determine if they meet all applicable federal and state regulations as well as programmatic guidelines. Selected a sample of the population to document the methodology and consistency of the damage calculations. Used to determine values, quality control policies and procedures and other controls over the assessment to determine beginning grant awards. Developed in conjunction with MDA staff risk assessments for projects with continuing compliance periods after project completion to determine the frequency for follow up monitoring.
<ul style="list-style-type: none"> Monitor contractors' and/or sub-recipients compliance with applicable federal and state laws, rules and regulations. 	<ul style="list-style-type: none"> Performed a reconciliation of the general ledger to monies paid and collected ensuring projects are within budget. Performed procedures ensuring vendor procurement practices are consistent with the State of Mississippi's policies and procedures. Performed cash request desk reviews to determine if reimbursements were allowable under cost principles, reasonable and necessary to implement project activities, support program

WVCAD Anticipated Scope of Services	MDA Related Experience
<ul style="list-style-type: none"> Review and analyze documents submitted to WVCAD, including, but not limited to, invoices, payment requests, payroll records, and other supporting documentation. 	<p>objectives and charged to the correct budget category.</p> <ul style="list-style-type: none"> Performed site visits, as necessary, to test for compliance of applicable laws and regulations and project specific contractual requirements. Inspected project documents supporting reimbursements and expenditures to determine accuracy and appropriateness.
<ul style="list-style-type: none"> Conduct preliminary inquiries of indicated concerns to make preliminary determinations as to whether a violation of applicable state and federal laws, rules and regulations may have occurred. Preliminary inquiries may include, but are not limited to conducting site visits, document reviews, or other related activities. Conduct preliminary inquiries in accordance with all applicable state and federal laws, rules and regulations. 	<ul style="list-style-type: none"> Performed site visits to discuss with project representatives results of desk reviews and to obtain additional support for potential findings and to complete testing for all other monitoring checklist objectives including, but not limited to: environmental, procurement and program specific scope of services compliance. Reviewed the process for gathering the environmental information to determine compliance with federal environmental and state historic preservation regulations. Conducted inquiries during preliminary and follow-up site visits to ensure the program was in compliance with federal and state regulations, including environmental and labor standards.
<ul style="list-style-type: none"> Report potential fraud, waste, and abuse to the appropriate state and federal agencies. 	<ul style="list-style-type: none"> Conducted meetings with MDA regarding potential misconduct discovered through fieldwork testing and met with project representatives to resolve issues in order to move the project forward to completion.
<ul style="list-style-type: none"> Provide all relevant documentation to support any report of potential fraud, waste and abuse or violations of applicable state and federal laws, rules and regulations pertaining to restoration activities to the appropriate state and/or federal agency. 	<ul style="list-style-type: none"> Compiled monitoring reports for review by the designated DRD Monitoring staff, provided DRD with status reports and prepared work papers to support conclusions.

WVCAD Anticipated Scope of Services	MDA Related Experience
<ul style="list-style-type: none"> Coordinate and cooperate, as necessary, with authorized state and federal agencies in conducting their investigations. 	<ul style="list-style-type: none"> Assisted the MS State Auditors' Office with surprise visit of project where potential fraud was discovered. Aided OSA staff with on-site interviews of project personnel and compilation of findings for their investigation.
<ul style="list-style-type: none"> Provide forensic review and oversight, as needed. 	<ul style="list-style-type: none"> Assisted in investigations of whistle blower allegations and instances of potential fraud, waste and abuse discovered through our compliance monitoring procedures.
<ul style="list-style-type: none"> Perform other tasks identified by WVCAD related to these services 	<ul style="list-style-type: none"> Provided technical assistance to multiple projects on an as needed basis to deter any potential problems regarding compliance, appropriateness of supporting documentation and proper reporting to MDA. Performed eligibility and compliance reviews in an additional disaster recovery area after request by MDA management.

**U.S. Department of Labor
 Wage and Hour Division
 May, 1997- through Present**

Contact Information

Name: Ms. Maria Duffy, National Survey Coordinator

Telephone Number: 205-687-4023

Email Address: duffy.maria@dol.gov

HRK has worked on a special project for the Wage and Hour Division of DOL to perform agreed upon procedure (AUP) engagements to verify the accuracy of Form WD-10's filed by construction contractors, unions and other third parties. These forms are filed in voluntary wage surveys and are used to assist the Department in determining the prevailing construction wage rates under the Davis-Bacon Act. **During that period we have worked on almost three hundred fifty (350) surveys involving visits to over 3,000 construction contractors.** This project includes onsite visits to the contractors' offices to verify the information on the WD-10 Forms filed, by comparing the forms to the contractor's payroll records, contract files and other information.

Based upon an initial project performed by the U.S. Department of Labor, Office of Inspector General, Atlanta Regional Office, HRK developed the programs and procedures used to verify Davis-Bacon WD-10 survey results. The electronic database program organizes and allows us to efficiently perform the major stages of each survey verification project, including scheduling, contractor visitations and reporting. Upon receipt of the initial information from the Wage and Hour Division, HRK is responsible for developing a site visit strategy and then notifying and coordinating with contractors to perform the onsite visits. The work we perform is one of the final steps for the Wage & Hour Division in conducting a survey; therefore, it is important that our

services are performed as quickly as possible in order to assist the Wage and Hour Division in the completion of the survey.

**U. S. Department of Labor
Division of Longshore and Harbor Workers Compensation
1990 – Present**

Contact Information

Name: **Mrs. Tirzah Leiman-Carbia, COR**
Telephone Number: **202-343-5875**
Email Address: **leiman-carbia.tirzah@dol.gov**

HRK (and its predecessor firm) has worked on a special project for the Division of Longshore and Harbor Workers' Compensation of the U.S. Department of Labor to verify the accuracy of filings by insurance carriers and self-insured employers regarding benefit payments disbursed under the Longshore and Harbor Workers' Compensation Act. To date, we have performed more than 275 on-site reviews of carrier and self-insured employer filings, representing reported compensation payments in excess of several billion dollars. Additionally, we have reconciled in excess of 300,000 active and closed cases comparing the data with the carrier's data at these carrier locations. **During the years 1990 through June, 2016, HRK has identified unreported compensation payments of approximately \$70 million and reported these to the Longshore Division based on the results of procedures performed by HRK.**

HRK developed the Longshore Project Data Matching Handbook which is updated annually and furnished to each staff member upon assignment to this project. This handbook documents the internal procedures utilized by HRK and internal file maintenance in the HRK network relating to the matching of carrier data with the Longshore Program data.

**Social Security Administration
Performance Audits of Consent Based SSN Verification System Users
June, 2012 – Present**

Contact Information

Name: **Mr. Curtis Miller, COR**
Telephone Number: **410-966-2370**
Email Address: **Curtis.Miller@ssa.gov**

Beginning in 2012, HRK has been awarded contracts in four (4) successive years to perform audits (agreed upon procedures in the first two years) of compliance by users of the Consent Based SSN Verification System with their user agreement with SSA. **The most recent contract awarded in August, 2015 involved performance audits of 81 entities for 2 fiscal years. This required 143 performance audits completed during the 175 day contract period.** The 2014 contract required audit of 70 CBSV users over a 150 day contract period. The 2012 and 2013 contracts were agreed upon procedures engagements and involved 17 CBSV users in 2012 and 46 CBSV users in 2013. Each of these engagements required determination of the entities' compliance with requirements set out in the users' agreement with the Social Security Administration. **The tight time lines required on these engagements demonstrate HRK's ability to complete work according to contractual requirements without requiring extensions of time.**

This project involves auditing numerous third party entities. The work for this project occurs throughout the United States and requires efficiency in scheduling and performance. Work for these tasks must be completed while onsite. This past project required that HRK maintain a

professional working relationship with entities that were required to have the audits performed. Accordingly, this supports HRK's ability to work professional and cordially with sometimes unwilling auditees.

HRK has consistently been awarded the SSA contract with each re-competition of these services that has occurred since 2012. Since this was the initial compliance review contracted by SSA, this project involved developing the review planning guide, programs, and reporting templates. The project also involved recommending improvements to the User Agreement and compliance criteria (assertions), developing compliance/noncompliance standards for the criteria, designing the independent CPA attestation expectation, and recommending a sampling strategy for the attestation engagements.

Financial Institutions	
<u>Contact Information</u>	
Name:	Mr. Roger Chappell, President/CEO First South Farm Credit, ACA
Telephone Number:	601-977-8381
Email Address:	RChappell@firstsouthland.com

Harper, Rains, Knight & Company, P.A. has over thirty (30) years of extensive experience providing monitoring services to financial institutions, including the Farm Credit System. In addition to monitoring services, we have been engaged to perform forensic and fraud reviews.

HRK provides a wide array of services in the areas of credit, operations, information technology, Sarbanes-Oxley and various other services to **thirty (30) financial institutions ranging from \$50 million to over \$2 billion in size**. Our audit and review services department is instrumental in working with clients, regulators, and external auditors in developing risk assessments specific to each financial institution while also ensuring compliance with applicable federal, state, and local regulations. We tailor our procedures to assist regulators and external auditors to avoid duplication of efforts. Our work is also coordinated to comply with workpaper and documentation needs of regulators and external auditors.

Annually, we perform internal operation reviews on over twenty (20) institutions and credit reviews that encompass over five-thousand (5,000) loans at more than fifteen (15) institutions.

Our experience delineated in the above five (5) references provide evidence of HRK's knowledge and abilities to successfully deliver monitoring services requested by WVCAD.

MATRIX OF KEY PERSONNEL:

RELATED MONITORING EXPERIENCE ON KEY REFERENCED PROJECTS					
Name/ Labor Category	MDA	DOL Wage & Hour	DOL Longshore	SSA	Financial Institutions
KEY PERSONNEL:					
Bill Felder, CPA, CISA Director of HRK Project Director	X		X		X
Cecil Harper, CPA, Director of HRK Litigation/Expert Witness					
Randy Geimer, CPA/ABV, CFE, CISA, Senior Manager					
Emily Harrington, CPA Manager					
Brittany Ainsworth Senior Accountant		X			
Casey Bell, CPA Senior Accountant					
Cassie Stevens Senior Accountant		X	X	X	
Jody Whitworth Senior Accountant					

MATRIX OF NON-KEY PERSONNEL:

RELATED MONITORING EXPERIENCE ON KEY REFERENCED PROJECTS					
Name/ Labor Category	MDA	DOL Wage & Hour	DOL Longshore	SSA	Financial Institutions
Joey Fletcher, CPA, CGFM Senior Manager					
Stephen Stenmark, CPA Senior Manager					X
Tripp Davis, CPA, CFE Manager					
Steve Sartin, CISA, CRISS Manager, Information Technology	X	X	X	X	X
Will Carroll, CPA Manager					
Todd Merchant, CPA	X	X	X	X	

RELATED MONITORING EXPERIENCE ON KEY REFERENCED PROJECTS					
Name/ Labor Category	MDA	DOL Wage & Hour	DOL Longshore	SSA	Financial Institutions
Senior Accountant					
Julia Bradley, CPA					
Staff Accountant					X
Andrew Fox, CPA					
Staff Accountant					
John Triplett					
Senior Accountant					
Josh Graham					X
Senior Accountant					
Harrison Bryant					
Staff Accountant					
Will Waters					X
Staff Accountant					
Jamie Hendrix					
Staff Accountant					
Eric Michelletti					
Staff Accountant					
Thomas Silas					
Staff Accountant					
Robert Grant					
Staff Accountant		X		X	
Trey Ballard					
Staff Accountant					
Jamison Howell					
Staff Accountant		X			

Explanation of HRK's Staff Levels

Our professional personnel include staff accountants, senior accountants, managers, senior managers, paraprofessionals and directors (owners). Senior accountants would be equivalent to lead auditors as the term is often used in the CPA industry. The members of the firm assigned to an engagement work as a team. Each member is responsible for certain areas of the engagement. The engagement director has final responsibility for the timely and successful completion of the engagement. In addition to review by the manager and the engagement director, each engagement is reviewed by another director who has no other active participation in that particular engagement. This objective review must be completed before the firm's report is released and is an important part of the firm's quality assurance program.

Staff accountants work under the close supervision of a senior accountant as they perform the basic assignments given them. Their work is specifically selected and assigned on the basis of their level of experience and supervised by professionals with greater experience. They are familiar with accounting and auditing procedures and must exercise professional judgment and discretion in the application of these procedures.

Senior accountants assume in-charge responsibility on most field engagements and are thoroughly qualified in the techniques of accounting and auditing. They are responsible for detailed planning of engagements and preliminary workpaper reviews. The senior accountants have the

responsibility for supervising and training of staff accountants working with them. Senior accountants generally must have had three years of experience as a staff accountant during which period of time they have demonstrated the ability to perform progressively more difficult assignments as well as demonstrate the ability to supervise and assist staff accountants with less experience working on engagements with them.

Managers and senior managers work directly under the directors of the firm and are second only to them in authority and responsibility. Their responsibility involves overall planning, organization, supervision and completion of several simultaneous client engagements, under the supervision of the engagement director. They also have direct responsibility for workpaper and financial statement review.

Directors - The final responsibility for all firm activities rests with the Directors. Four (4) of the firm's seven (7) directors have extensive accounting and auditing experience. Responsibility of individual directors varies from supervising engagements to administration. Each director has areas of technical and industry specialization.

PROJECT TEAM, RESOURCES AND RESUMES

Project Team and Resumes

HRK understands that the key to exceptional service is having the right people on the right engagement. HRK offers the sound performance of a knowledgeable firm that reaches beyond traditional auditing services. The staff assigned to conduct the engagement will collectively possess more than adequate professional proficiency for the tasks required. The success of any project is directly related to the quality and dedication of the engagement team. HRK has a sufficient number of professional personnel with a vast amount of knowledge and experience in providing monitoring services for governmental organizations.

HRK employs professionals in two distinct geographical locations that are available to execute the requirements of this proposal. Along with our Ridgeland, MS office's experience with the Mississippi Development Authority, HRK's Washington, DC office has extensive experience in executing compliance reviews over governmental spending. Our DC staff currently performs financial statement audits of four Federal government agencies, applying extensive procedures over compliance and internal control. In addition to financial statement audits, the DC office is responsible for executing various monitoring services for Federal agencies, including the Department of Labor, the Department of Defense, and the Social Security Administration. All engagements are performed under Government Auditing Standards.

Our DC office is centrally located inside Washington with quick access to Reagan National Airport, which offers daily direct flights to Charleston. Such options should offer effective solutions for meeting the needs of WVCAD and allow for cost savings to the agency.

A mix of key personnel and non-key personnel will be assigned to each project based on our risk assessments and the size/complexity of the project. HRK commits to assigning the best team for each assigned project and to maintaining consistency of the team members throughout the contract.

KEY PERSONNEL
(Resumes)

Bill Felder, CPA, CISA – Director, Audit and Consulting Department

Mr. Felder is currently a shareholder and director in the audit and review services department of Harper, Rains, Knight & Company, P.A. *Mr. Felder will serve as the engagement director, responsible for the overall conduct of the engagement and its timely completion.* He has over twenty-three (23) years of experience in public accounting in audit and consulting which includes providing monitoring services for federal and state government agencies, and providing litigation support services. He is a Certified Public Accountant in the State of Mississippi License #4927. Mr. Felder is in good standing to practice public accounting. He has completed 40 hours of continuing professional education each year and meets the continuing education requirements of the Mississippi State Board of Public Accountancy. Mr. Felder serves as a discussion leader for continuing education courses sponsored by the MSCPA (ten years).

Mr. Felder graduated from Mississippi State University in 1991 with a Bachelor of Professional Accountancy and in 1993 with a Master of Professional Accountancy. He is a member of the American Institute of Certified Public Accountants, the Mississippi Society of Certified Public Accountants, the Central Chapter of Certified Public Accountants and the Information Systems Audit and Control Association.

Brittany Ainsworth, Senior Accountant

Ms. Ainsworth is currently a senior accountant in the audit and review services department of Harper, Rains, Knight & Company, P.A. *Ms. Ainsworth will serve as the project manager responsible for point of contact interactions with WVCAD personnel, onsite conduct of the engagement and supervision of staff. She will also serve as a subject matter specialist, responsible for providing expertise to the overall engagement team based on her monitoring experience at Mississippi Development Authority-Disaster Recovery Division for the past eight (8) years.* She has over ten (10) years of experience in public accounting in audit and consulting. Ms. Ainsworth is in good standing to practice public accounting. She has completed 40 hours of continuing professional education each year and meets the continuing education requirements of the Mississippi State Board of Public Accountancy.

Ms. Ainsworth graduated from the University of Southern Mississippi in 2005 with a Bachelor of Professional Accountancy and in 2006 with a Master of Professional Accountancy. She is a member of the American Institute of Certified Public Accountants.

Emily Harrington, CPA, Manager

Ms. Harrington is currently a manager in the audit and review services department of Harper, Rains, Knight & Company, P.A. *Ms. Harrington can be available to serve as an experienced member of the monitoring team under the direction of the project manager. She will be responsible for assigned detailed tasks of planning, education, fieldwork and reporting.* She has over seventeen (17) years of experience in public accounting in audit and consulting which includes five (5) years as project manager monitoring the Mississippi Development Authority-Disaster Recovery Division Long-Term Workforce Housing grant, neighborhood home program, and small

rental assistance program, thirteen (13) years performing monitoring reviews of the U.S. Department of Labor, Longshore Division LS-513 submissions and six (6) years performing monitoring reviews of the U.S. Department of Labor, Wage and Hour Division Davis-Bacon WD-10 forms. She is a Certified Public Accountant in the State of Mississippi License #5602. Ms. Harrington is in good standing to practice public accounting. She has completed 40 hours of continuing professional education each year and meets the continuing education requirements of the Mississippi State Board of Public Accountancy.

Ms. Harrington graduated from Mississippi State University in 1998 with a Bachelor of Professional Accountancy and in 1999 with a Master of Professional Accountancy. She is a member of the American Institute of Certified Public Accountants, the Mississippi Society of Certified Public Accountants, the Central Chapter of Certified Public Accountants and the Accounting and Financial Women's Alliance where she is currently serving as President.

Casey Bell, CPA, Senior Accountant

Mr. Bell is currently a Senior Accountant in the audit and review services department of Harper, Rains, Knight & Company, P.A. *Mr. Bell can be available to serve as an experienced member of the monitoring team under the direction of the project manager. He will be responsible for assigned detailed tasks of planning, education, fieldwork and reporting.* He has over two (2) years of experience in public accounting in audit which includes over two years of experience providing monitoring services to the Mississippi Development Authority Disaster-Recovery Division.

Mr. Bell graduated from Mississippi State University in 2003 with a Bachelor of Business Administration and from Mississippi College in 2010 with a Master of Professional Accountancy. He has completed 40 hours of continuing professional education each year and meets the continuing education requirements of the Mississippi State Board of Public Accountancy.

Cassie Stevens, Senior Accountant

Ms. Stevens is currently a senior accountant in the audit and review services department of Harper, Rains, Knight & Company, P.A. *Ms. Stevens can be available to serve as an experienced member of the monitoring team under the direction of the project manager. She will be responsible for assigned detailed tasks of planning, education, fieldwork and reporting.* She has eight (8) years of public accounting experience which includes five (5) years' experience providing monitoring services for the MDADRD. Ms. Stevens monitoring services experience include the Mississippi Development Authority-Disaster Recovery Division, the Department of Labor Wage and Hour Division, the Department of Labor Longshore Division, and the Social Security Administration.

Ms. Stevens graduated from the University of Southern Mississippi with a Bachelor of Professional Accountancy. She is a member of the American Institute of Certified Public Accountants. MS. Stevens has completed the required 40 hours of continuing professional education.

Jody Whitworth, Senior Accountant

Mr. Whitworth is a Senior Accountant in the audit and review services department of Harper, Rains, Knight & Company, P.A. *Mr. Whitworth can be available to serve as an experienced member of the monitoring team under the direction of the project manager. He will be responsible for assigned detailed tasks of planning, education, fieldwork and reporting.* He has over eight (8) years of experience in public accounting in audit and consulting which includes over five (5) years of experience providing monitoring services at the Mississippi Development Authority-Disaster Recovery Division, long-term workforce housing, neighborhood home program.

Mr. Whitworth graduated from Mississippi State University in 2000 with a Bachelor of Business Administration and in 2006 with a Master of Business Administration and obtained his Accounting Certificate from Mississippi College in 2008. He has completed 40 hours of continuing professional education each year and meets the continuing education requirements of the Mississippi State Board of Public Accountancy.

Litigation/Expert Witness – Key Personnel:

Cecil W. Harper, CPA – President and Managing Director

Mr. Harper is currently a shareholder, president of the board of directors, and the managing director of Harper, Rains, Knight & Company, P.A. *Mr. Harper will provide expert services for any litigation support services necessary.* He has over thirty-nine (39) years' experience in public accounting including audit, tax, and consulting. Mr. Harper's experience includes providing expert witness litigation services and director in charge of the financial institution audits of the firm. He is a Certified Public Accountant in the State of Mississippi, License #1911. Mr. Harper is in good standing to practice public accounting. He has completed 40 hours of continuing professional education each year and meets the continuing education requirements of the Mississippi State Board of Public Accountancy.

Mr. Harper graduated from Mississippi College in 1976 with "Special Distinction" with a Bachelor of Science in Accounting. Mr. Harper is a member of the American Institute of Certified Public Accountants, the Mississippi Society of Certified Public Accountants, the Central Chapter of Certified Public Accountants, and the Association of Certified Fraud Examiners. Mr. Harper was named Alumnus of the Year in 2004 by the Mississippi College School of Business. He was also named a Mississippi Leader in Finance in 2014 by the Mississippi Business Journal.

Certified Fraud Examiner ("CFE") – Key Personnel:

Randy Geimer, CPA/ABV, CFE, CISA, Senior Manager

Mr. Geimer is currently a senior manager in the audit and review services department of Harper, Rains, Knight & Company, P.A. *Mr. Geimer will as the Certified Fraud Examiner expert with primary oversight of all forensic and fraud services necessary.* He has over eight (8) years of experience in public accounting in audit and consulting which includes over eight (8) years of experience providing internal operation review services to financial institutions and fraud examinations. He is a Certified Public Accountant in the State of Mississippi License. Mr. Geimer is in good standing to practice public accounting. He has completed 40 hours of continuing

professional education each year and meets the continuing education requirements of the Mississippi State Board of Public Accountancy. He is also a certified information systems auditor and a *certified fraud examiner* (license # #591031).

Mr. Geimer graduated from Delta State University in 2009 with a Bachelor of Science in Business Administration, majoring in accounting and computer information systems. He is a member of the American Institute of Certified Public Accountants, the Mississippi Society of Certified Public Accountants, the Association of Certified Fraud Examiners, and the Information Systems Audit and Control Association.

NON-KEY PERSONNEL (Resumes)

The duties assigned to the following pool of personnel will be on an as-needed basis after considering our risk assessments and the size and complexity of each monitoring project.

Joey Fletcher, CPA, CGFM, Senior Manager

- Twelve (12) years' experience in audit and review, including twelve (12) years' experience performing monitoring services including the Social Security Administration and the Department of Labor – Wage and Hour Division
- Certified Public Accountant in the State of Mississippi License #5877 - good standing to practice public accounting
- Certified Government Financial Manager
- Graduate of the University of Mississippi in 2002 with a Bachelor of Accountancy and in 2003 with a Master of Accountancy

Stephen Stenmark, CPA, Senior Manager

- Ten (10) years' experience in audit and review, including ten (10) years' experience performing monitoring services for financial institutions
- Certified Public Accountant in the State of Mississippi License #5943 - good standing to practice public accounting
- Graduate of the University of Mississippi in 2006 with a Bachelor of Accountancy and in 2007 with a Master of Accountancy

Tripp Davis, CPA, CFE, Manager

- Ten (10) years' experience in audit, review and taxation, including four (4) years' experience performing monitoring services for financial institutions and fraud examinations
- Certified Public Accountant in the State of Mississippi License #6116 – good standing to practice public accounting
- **Certified Fraud Examiner License #630160**
- Graduate of Delta State University in 2006 with a Bachelor of Science in Business Administration with Accounting Emphasis.

Will Carroll, CPA, Manager

- Eleven (11) years' experience in audit and review, including eleven (11) years' experience performing monitoring services for financial institutions
- Certified Public Accountant in the State of Mississippi License #6358 - good standing to practice public accounting
- Graduated of the University of Mississippi in 1994 with a Bachelor of Science in Business Administration, majoring in General Business. In 2005, he graduated from Mississippi College with a Bachelor of Science in Business Administration, majoring in Accountancy

Steve Sartin, CISA, Manager – Information Technology

- Ten (10) years' experience in information systems internal audits, including over nine (9) years' experience within information systems security
- Certified Information Systems Auditor and Certified in Risk and Information Systems Control
- Graduate of the University of Southern Mississippi in 2002 with a Bachelor of Science in Business Administration

Todd Merchant, CPA, Senior Accountant

- Three (3) years' experience in public accounting in audit and review, including three (3) years' combined experience providing monitoring services for the Mississippi Development Authority-Disaster Recovery, Department of Labor – Wage and Hour Division, Department of Labor – Longshore Division, and the Social Security Administration
- Certified Public Accountant in the State of Mississippi License #6387 - good standing to practice public accounting
- Graduate of Mississippi State University in 2004 with a Bachelor of Science in Mathematics, received his Masters of Business Administration from Millsaps College in 2007 and received his Masters of Accountancy from Millsaps College in 2012.

Andrew Fox, CPA, Senior Accountant

- Three (3) years' experience in audit and review, includes three (3) years' experience providing monitoring services of financial institutions
- Certified Public Accountant in the State of Mississippi License #7146 – good standing to practice public accounting
- Graduate of Millsaps College in 2010 with a Bachelor of Arts and in 2013 with a Master of Accountancy

Julia Bradley, CPA, Senior Accountant

- Two (2) years' experience in public accounting in audit and review, including two (2) years' combined experience providing monitoring services of Mississippi Development Authority-Disaster Recovery, Department of Labor – Longshore Division, and the Social Security Administration5
- Certified Public Accountant in the State of Mississippi License #7273 - good standing to practice public accounting
- Graduate of the University of Southern Mississippi in 2013 with a Bachelor of Science in Business Administration with an emphasis in Accounting and in 2014 with a Master of Professional Accountancy

John Triplett, Senior Accountant

- Seven (7) years' experience in public accounting in audit and review, including five (5) years monitoring services for the Department of Labor Longshore Division and the Social Security Administration
- Over 20 years of experience as an accountant in the private business sector
- Graduate of Mississippi State University in 1985 with a Bachelor of Business Administration and in 1989 with a Bachelor of Professional Accountancy

Josh Graham, Senior Accountant

- Seven (7) years' experience in public accounting in audit and review including seven (7) years' experience performing monitoring services for financial institutions
- Graduate of Mississippi University for Women in 2008 with a Bachelor of Science in Accountancy and in 2009 from Mississippi State University with a Master of Professional Accountancy. He is currently pursuing his certified public accounting certificate.

Harrison Bryant, Staff Accountant

- Two (2) years' experience in audit, review, and taxation, includes one (1) year experience performing monitoring services for financial institutions
- Graduate of the University of Mississippi in 2014 with a Bachelor of Accountancy and is currently pursuing a Masters of Business Administration from Mississippi College. He has recently passed the CPA exam and is awaiting his license certificate number.

Thomas Silas, Staff Accountant

- One (1) years' experience in audit and review, includes one (1) years' experience performing monitoring services of the Department of Labor – Longshore Division
- Graduate of Millsaps College in 2014 with a Bachelor of Business Administration and in 2016 with a Masters of Accountancy. He is currently pursuing his certified public accounting certificate.

Will Waters, Staff Accountant

- One (1) years' experience in audit and review, includes one (1) years' experience performing monitoring services for financial institutions
- Graduate of Mississippi State University in 2015 with a Bachelor of Accountancy and in 2016 with a Master of Professional Accountancy. He has recently passed the CPA exam and is awaiting his license certificate number.

Jamie Hendrix, Staff Accountant

- One (1) years' experience in audit and review, includes one (1) years' experience performing monitoring services for financial institutions
- Graduate of Mississippi College 2015 with a Bachelor of Science, Business Administration and in 2016 with a Master of Taxation from Mississippi State University. He is currently pursuing his certified public accounting certificate.

Eric Michelletti, Staff Accountant

- Two (2) months' experience in audit and review, includes two (2) months' experience performing monitoring services of the Department of Labor – Longshore Division
- Graduate of Mississippi State University in 2015 with a Bachelor of Accountancy and in 2016 with a Master of Taxation. He has recently passed the CPA exam and is awaiting his license certificate number.

Robert Grant, Staff Accountant

- Eighteen (18) months' experience in audit and review, includes fifteen (15) months' experience performing monitoring services of the Department of Labor – Wage and Hour Division
- Graduate of Mississippi State University in 2015 with a Bachelor of Accountancy.
- Mr. Grant is located in our Washington, DC office.

Trey Ballard, Staff Accountant

- Four (4) months' experience in audit and review, includes four (4) months' experience performing monitoring services of the Department of Labor – Longshore Division
- Graduate of University of Mississippi in 2015 with a Bachelor of Accountancy and in 2016 with a Master of Accountancy.
- Mr. Ballard is located in our Washington, DC office.

Jamison Howell, Staff Accountant

- Four (4) months' experience in audit and review, includes four (4) months' experience performing monitoring services of the Department of Labor – Longshore Division
- Graduate of University of Mississippi in 2015 with a Bachelor of Accountancy and in 2016 with a Master of Accountancy.
- Mr. Howell is located in our Washington, DC office.

Continuing Professional Education (“CPE”) for All Professional Staff of HRK

HRK's professional staff participates in a minimum of 40 continuing professional education (“CPE”) credit hours within each one year (twelve month) compliance period ending June 30 of each year (including rollover hours). Each CPA must also obtain and report a minimum of three (3) CPE credit hours in approved Ethics, Professional Conduct, Public Accountancy Law and Regulations course(s) triennially. A minimum of one (1) of these Ethics CPE credit hours must be in the subject of Public Accountancy Law and Regulations. In addition, our firm emphasizes the importance of each professional remaining competent in his/her area of practice. In planning the continuing education programs, consideration is given to the development of specialists in selected industries. Also, special consideration is given to the programs that will increase our knowledge and skills to meet the technical standards required to properly serve our clients.

RESOURCES

HRK has the equipment, facilities, and financial resources to perform the work of this engagement. This can be verified by contacting our banker below:

Mr. Barney Daly, North Metro & Commercial Banking President
Trustmark National Bank
1052 Highland Colony Parkway
Ridgeland, MS 39157
Office: 601-605-2330
Cell: 601-540-4284
Fax: 601-605-2459
Email: bdaly@trustmark.com

SUBCONTRACTING

HRK does not propose to utilize the services of a subcontractor in performance of this engagement.

PRICE

Our individual hourly rates vary according to the degree of responsibility involved and the skill required. Our standard rates per level of professional staff are summarized below:

Level of Staff	Hourly Rate
Director (5%)	\$ 195
Senior Manager/Manager (25%)	\$ 165
Senior Accountant (30%)	\$ 140
Staff Accountant (40%)	\$ 120
Director - Litigation Support (as needed)	\$ 220

We will not bill for responses to routine questions which do not require significant research. An invoice will be submitted monthly and is due upon receipt. Travel time will be billed at 50% of the above listed rates. Travel costs are built into the hourly rates noted above and are based on the expectation that 50% of the billable time will be conducted onsite and 50% of the billable time will be conducted remotely. Thus, no other direct costs will be billed throughout the engagement.

BALCH CAPABILITIES

EXECUTIVE SUMMARY

John Rice, Ann Bailey and other Balch & Bingham LLP attorneys have provided legal services related to Katrina CDBG disaster recovery programs since the creation and implementation of the original Mississippi Action Plan. Congress allocated \$5.4 billion in CDBG disaster funds to the State of Mississippi. Mr. Rice and Ms. Bailey have provided legal services for the creation and implementation of all housing, infrastructure and economic development programs. Housing programs, representing 62.5% of the allocation, include Elevation Grant, Homeowners Assistance, Long Term Workforce Housing, Small Rental Assistance, Neighborhood Home, Public Housing, Inspector Grant, Fraud Grant, and Ratepayer/Windpool Mitigation Programs. Programs involving replacement and expansion of infrastructure, representing 21.4% of the allocation, include Community Revitalization, Gulf Coast Regional Infrastructure, Hancock County Long-Term Recovery, Go Zone Program, Planning Grants and 2008 Disaster Grants. Economic Development, representing 13.9% of the allocation, includes Hancock County Long Term Recovery, Port of Gulfport Restoration, Tourism, and Katrina Economic Development specific grants.

Balch has been involved in all aspects of drafting documents, reviewing and providing advice on procurement issues, working with units of local government and other subrecipients of CDBG funds, addressing issues concerning compliance, interpretation and application of state and federal rules and regulations, including HUD CDBG regulations, reviewing conflict of interest issues, meetings with HUD and OIG regarding monitoring, findings and concerns, and working with various state and federal agencies. In connection with the programs outlined above, Mr. Rice and Ms. Bailey have worked with the Katrina Fraud Task Force, consisting of Office of the State Auditor, FBI, and the U.S. Attorneys' Office. In addition, Mr. Rice and Ms. Bailey represented the Mississippi Emergency Management Agency on the highly successful Katrina Cottage Program (Alternative Housing Pilot Program) funded by FEMA. Both Mr. Rice and Ms. Bailey have been presenters at HUD disaster recovery training conferences, as well as the Council of State Community Development Agencies. Mr. Rice has also produced legal articles on CDBG compliance and disaster recovery issues.

In addition to expertise with disaster relief/recovery programs, Balch has a full complement of attorneys poised to assist clients with various other legal services, including litigation. Ms. Bailey is a seasoned litigator and has been involved in pursuit of administrative and civil remedies against grant recipients/subrecipients who have violated the terms of their grant agreements. Ms. Bailey and Mr. Rice work closely with Mississippi's Special Assistant Attorney Generals assigned to the disaster recovery division and the litigation section of the Office of Attorney General. Other Balch attorneys and staff have joined the team from time to time in order to provide necessary support in other areas.

BALCH RESPONSES TO RFP ITEMS C-G

RFP ITEM C. REVIEW AND/OR DRAFT CONTRACTS WITH CONSTRUCTION CONTRACTORS, INSPECTORS, ENGINEERS, ARCHITECTS, AND OTHER SERVICE PROVIDERS.

Balch has performed review and/or drafting of contracts for various types of service providers, including but not limited to the following MDA disaster recovery programs: Homeowners Assistance, Small Rental Assistance, Neighborhood Home, Long Term Work Force Housing, Gulf Coast Regional Infrastructure, Economic Development, and Port of Gulfport Restoration Programs.

In addition, Balch has performed such services in connection with the FEMA-funded Katrina Cottage Program (Alternative Housing Pilot Program) and, currently, for the Mississippi Department of Environmental Quality (MDEQ) land acquisition program related to the BP oil spill grant programs.

Balch is knowledgeable of all provisions required by HUD to be included in disaster recovery/relief contracts pursuant to CDBG regulations.

RFP ITEM D. PROVIDE ADVICE ON PROCUREMENT ISSUES; REVIEW AND ENSURE COMPLIANCE WITH STATE AND FEDERAL PROCUREMENT STATUTES AND REGULATIONS.

Over the past twelve (12) years, Balch has provided advice to MDA (the Mississippi equivalent to WVCAD), other state agencies, counties, municipalities, non-profits and other clients regarding state and federal procurement laws and regulations to assure compliance with same. On behalf of MDA, Balch has reviewed and evaluated recipient's and subrecipient's compliance with state and federal procurement laws in connection with MDA's disaster relief and recovery grant programs. All Balch team members have extensive experience with state procurement law.

Balch has also successfully represented the State of Mississippi regarding procurement issues in conjunction with HUD monitoring and OIG oversight.

RFP ITEM E. REPRESENT WVCAD IN LITIGATION

Litigation Avoidance. Balch has been instrumental in providing legal support to defend MDA and its disaster relief and recovery programs against attack by outside groups. Since the inception of the programs in 2005, few lawsuits have been brought against MDA or even threatened to be brought. The primary reason for this is because of the diligent efforts of the Balch team. The CDBG disaster recovery programs have been subjected to rigorous review by HUD's Office of Inspector General. From 2005 until 2017, the Mississippi programs were undergoing continuous review by federal entities. With the assistance of the Balch team, MDA has emerged from such audits with very few findings.

Litigation Support. Balch has a team of experienced litigators. Balch's firm litigation practice handles a wide variety of disputes. Balch attorneys appear successfully in state and federal courthouses throughout the country and before arbitration panels throughout the country and throughout a series of industries. Our experience covers almost every area of the law and ranges from complex commercial litigation to personal injury and products liability. Our litigators are frequent instructors in trial workshops and a number of our litigators are listed in The Best Lawyers in America, including in the new category of the "Bet The Company" litigators and listed in Chambers USA, America's Leading Lawyers for Business.

Balch is currently handling litigation related to subrecipients' non-compliance with MS disaster relief programs to recover CDBG funds and place the State in a legally defensible position with HUD. Balch, by assignment from the State Attorney General's office, also handles defense of litigation in which MDA is a named defendant. Balch is presently serving as co-counsel on the State's lawsuits against insurers regarding alleged underpayment of homeowners' hazard insurance claims resulting in overpayment from the CDBG-funded Homeowners' Assistance Program. These lawsuits are currently ongoing.

**RFP ITEM F. PROVIDE ADVICE ON OTHER VARIOUS ISSUES,
INCLUDING BUT NOT LIMITED TO: COMPLIANCE MATTERS, REAL
OR POTENTIAL CONFLICT OF INTEREST SITUATIONS, STATUTE
INTERPRETATION AND LEGAL INTERPRETATIONS AS NEEDED.**

Over the past twelve (12) years, Balch has routinely provided advice to MDA, other state agencies, counties, municipalities, non-profits and other clients regarding a myriad of issues related to Hurricane Katrina, including, but not limited to program design and implementation, compliance matters and corrective actions related to same, conflict of interest situations, transactional matters, interpretation of state and federal statutes and provision of legal opinions on a wide array of matters.

Balch has a full complement of attorneys available and ready to assist with the above outlined services, as needed.

**RFP ITEM G. PROVIDE SUCH OTHER LEGAL SERVICES AS MAY BE
REQUESTED BY WVCAD FROM TIME TO TIME.**

In addition to the Balch team members referenced in this response, Balch has a full complement of attorneys available and ready to assist WVCAD. We are confident that we can meet any legal needs of WVCAD concerning the design, implementation and related issues of any and all CDBG programs.

Balch's track record with MDA is demonstrative of our experience and abilities in the area of CDBG disaster recovery programs.

OUTSIDE COUNSEL POLICY: FACTORS TO BE CONSIDERED

- Whether the private attorneys possess the requisite skill and expertise needed to handle the legal matters in question.

Yes. As evidenced by our 12 year history of working with the Mississippi Development Authority concerning its disaster relief and recovery CDBG programs.

- Whether the private attorneys possess requisite staffing and support to handle the scope of the litigation or matter.

Yes.

- Whether the private attorneys, or any members of the private attorneys' law firm, have been subject to reprimand by the West Virginia State Bar, or other entities, for unethical conduct.

No.

- Whether the private attorneys have been peer rated, and if so, what peer ratings they have received, along with any other recognitions or awards for legal services.

JOHN RICE

- The Best Lawyers in America, Real Estate and Banking and Finance, 2012-present
- The Best Lawyers in America, Lawyer of the Year, Real Estate Law – Gulfport, 2013
- Chambers USA, Mississippi – Real Estate, 2016
- AV-rated by Martindale-Hubbell

BRANT PETTIS

- Mid-South Super Lawyers, Rising Star, 2013 – Present
- AV-rated by Martindale-Hubbell

DART MEADOWS

- The Best Lawyers in America, Personal Injury Litigation – Defendants, 1995 - present
- AV-rated by Martindale-Hubbell

Firm-wide recognitions and awards can be found on page 54 of this Response.

- The estimated fees, costs and expenses of the private attorneys to perform the legal services requested.

See page 53 of this Response.

- **The willingness of the private attorneys to enter into alternative billing arrangements.**
Balch is committed to providing high-quality and cost-effective legal services that result in a value-driven client experience. We have significant experience designing Alternative Fee Arrangements (AFA) at all levels.
- **Whether the private attorneys are in compliance with all applicable laws of the State of West Virginia.**

N/A.

- **Any potential conflicts of interest between the private attorneys and the State.**
No conflicts of interest have been identified between Balch and the State of West Virginia
- **Any relevant input from the state entity client, if applicable, regarding the needed legal services.**
Balch references are provided on page 57 of this Response.

PROPOSED BALCH TEAM

JOHN H. RICE

Partner | Gulfport

(228) 214-0407

jrice@balch.com

balch.com/jrice



John Rice focuses his practice on disaster relief and transactional real estate development. His deep experience in both environmental and real estate matters allows him to incorporate a variety of perspectives and provide counsel on various aspects of an issue. For more than 10 years, John has represented the Mississippi Development Authority (MDA) in Hurricane Katrina-related community development block grant (CDBG) programs, totaling more than \$5.5 billion in CDBG funds, and also assisted in the creation, implementation, and administration of the Homeowner's Assistance Program (HAP), granting \$2.1 billion to over 27,000 flooded homeowners.

In addition, he regularly represents developers, landowners, and financial institutions on a wide array of transactional real estate matters. John often works with oil and gas companies on real estate and corporate matters, including coordinating the lease and land acquisition for Mississippi Power's Kemper Plant surface mine.

"John Rice is regarded as a pioneer in disaster recovery real estate law. He acted for the Mississippi Department of Environmental Quality on the development of the land acquisition program to identify, acquire, and manage real estate for the restoration of the Gulf Coast."

-Chambers USA

JOHN RICE

SELECT MATTERS

- Lead counsel on all Katrina CDBG Disaster Programs for Mississippi; created and implemented various disaster programs and related regulatory matters with state, local and federal agencies, including HUD and OIG. (2006-present)
- Representation of utility client and its contractor on negotiation, contracting, leasing, due diligence, and acquisition of surface mine land for power plant. (2009-present)
- Representation of utility client to examine mineral title (oil, gas, coal, and lignite) and render preliminary mining title opinions, coordinate curative, and due diligence. (2009-present)
- Lead counsel to Mississippi Emergency Management on \$281M Katrina Cottage program funded by FEMA. (2007-2010)
- Represent Mississippi Department of Environmental Quality on land acquisition programs related to the Deepwater Horizon (BP Oil Spill) settlements to facilitate the restoration of the Mississippi Gulf Coast and Gulf of Mexico. (2015-present)
- Represent various clients on mineral and lease issues in Mississippi, Alabama, and other states, on horizontal drilling and fracking matters; related mineral issues.
- Represent utility client on permitting underground injection wells; prospective carbon sequestration issues and development.

CREDENTIALS

Education

- University of Mississippi School of Law, J.D., 1976
- University of Mississippi, B.S., 1973

Bar Admissions

- Mississippi, 1976

Professional Affiliations

- Mississippi Bar Association
- Harrison County Bar Association
- American Bar Association
- Mississippi Oil & Gas Lawyers Association
- Rocky Mountain Mineral Law Foundation

JOHN RICE

Awards & Accolades

- The Best Lawyers in America, Real Estate and Banking and Finance, 2012-present
- The Best Lawyers in America, Lawyer of the Year, Real Estate Law – Gulfport, 2013
- Chambers USA, 2016

Community Involvement

- Mississippi Tennis Association, Board of Directors and Vice President
- Bayou Bluff Tennis Club
- Gulfport Yacht Club
- Bayou View Baseball
- Active in all phases of church

PATRICIA ANN BAILEY

Counsel | Gulfport

(228) 214-0418

abailey@balch.com

balch.com/abailey

Ann Bailey enjoys a diverse practice and is experienced in commercial transactions, collections, probate, real estate litigation, healthcare regulatory and compliance, defense of medical malpractice, personal injury and products and liability claims. For more than 8 years, Ann has represented the Mississippi Development Authority (MDA) in Hurricane Katrina-related community development block grant (CDBG) programs, totaling more than \$5.5 billion in CDBG funds.

SELECT MATTERS

- **Disaster Relief Programs:** Works as counsel to the Mississippi Development Authority and the Office of the Governor in the administration of housing grant programs and economic development grant projects, providing legal, compliance and regulatory expertise on city, state, federal issues including HUD, OIG and other government agencies.
- **Corporate Counsel:** Serves as counsel to non-profit corporations, providing assistance in the areas of general corporate advice, finance and lending, collections, development of various programs and activities designed to establish affordable housing in Mississippi, including housing programs for low to moderate income families.
- **Healthcare Regulatory Compliance:** Serves as counsel to the Board of Trustees of a local Mississippi Community Hospital, providing legal advice in the areas of procurement, healthcare provider contracts, and state and federal regulatory compliance matters.
- **Collections:** Works with state agencies, banking and corporate clients in pursuit of collections.
- **Real Estate Litigation:** Works with corporate and individual clients involving confirmation of title to real property and tax sale matters.

ANN BAILEY

CREDENTIALS

Education

- University of Mississippi School of Law, J.D., 2002, cum laude
- The University of Tulsa, B.S.N., 1976, Graduated with Honors

Courts

- Mississippi Supreme Court, 2002
- Mississippi State Court, 2002

Bar Admissions

- Mississippi, 2002

Professional Affiliations

- American Bar Association
- Mississippi Bar Association
- Mississippi Defense Lawyers Association
- Mississippi Women Lawyers Association
- Defense Research Institute
- American Health Lawyers Association
- Healthcare Compliance Association
- Medical Group Management Association of Mississippi

Awards & Accolades

- U. S. Army Nurse Corps., served seven years as an Officer

Community Involvement

- Oaks of Biloxi Subdivision Homeowners' Association, Past President, Currently Serving as Counsel
- Mississippi Bar Volunteer Lawyers Program

M. BRANT PETTIS

Partner | Gulfport

(228) 214-0426

bpettis@balch.com

balch.com/bpettis



Brant Pettis helps contractors, utilities, financial institutions, and governmental entities comply with regulatory requirements and resolve consumer, contract, environmental, and regulatory claims that have or are on the verge of proceeding to court.

“Brant’s diligent efforts to understand and pursue his client’s overall business objective is remarkable.”

SELECT MATTERS

- Oil Pollution Act/Natural Resource Damages: Represented the Mississippi Department of Environmental Quality and worked with a team of environmental scientists in preparing the state’s Natural Resource Damage Assessment arising out of the Deepwater Horizon Oil Spill. A multi-million dollar settlement in favor of Mississippi was reached. *In re: Oil Spill by the Oil Rig “Deepwater Horizon,” MDL No. 2179. (E.D. La. April 4, 2016)*
- FCRA/FDCPA claims: Represented debt purchaser in successfully obtaining summary judgment against FCRA and FDCPA claims. See *Lauren Lloyd v. Midland Funding, LLC, et al., Civil Action No. 3:12cv566 (E.D. Tenn. July 14, 2014)*, affirmed on appeal, Case No. 15-5132. (6th Cir. Jan. 22, 2016)
- Covenant-not-to-compete claims: Represented departing physicians in successfully obtaining summary judgment against former employer, in which the court found the covenants not-to-compete to be unenforceable and dismissed lost profit claims of over \$1 million. Chancery Court of Harrison County, First Judicial District, Mississippi. (2015)
- Insurance bad-faith claims: Successfully represented third-party administrator of worker’s compensation claims in defending multiply bad-faith claims by conducting discovery that limited causation and damages and thereafter negotiating favorable resolutions. (2015)

BRANT PETTIS

- Sales/use tax appeals: Obtained summary judgment in favor of manufacturing/utility client that found a Mississippi Department of Revenue regulation regarding a use tax exemption for pollution control equipment to be invalid, and successfully defended the client's position on appeal. See *Mississippi Department of Revenue v. Mississippi Power Co*, No. 2013-CA-01234-SCT, 2014 Miss. LEXIS 388. (Miss. Aug. 7th, 2014)
- Protection of proprietary/confidential information: Pursued appeal that reversed lower court ruling against utility client that required complete disclosure of confidential documents (per a public records request) that the utility was required to file with a state agency. (*Mississippi Power Co. v. Mississippi Public Service Com'n*, 135 So. 3d 887, 2014 WL 1395086 (Miss. April 10, 2014))
- Environmental remediation: Negotiated and coordinated for landowners an environmental remediation required by state and local governmental entities regarding property located in Jackson County, Mississippi. (2013)
- Breach of contract and fiduciary duties: Received jury verdict of \$1,089,000 on behalf of physician client against former partners resulting from breach of contract. Circuit Court of Harrison County, First Judicial District, Mississippi. (2011)
- Negligence, Trespass, and Toxic Tort (mass-tort litigation): Primarily authored a motion for Summary Judgment, and conducted a substantial portion of the discovery beforehand, that led to the dismissal of over 100 property damage and toxic tort lawsuits filed by landowners against an intermodal container company regarding 18-wheeler containers and chassis that were washed inland from the Port of Gulfport during Hurricane Katrina. (*Defazio v. Chiquita Fresh North America L.L.C.*, 2008 WL 2788732 (S.D. Miss. July 14, 2008))

CREDENTIALS

Education

- University of Mississippi School of Law, J.D., 2005, magna cum laude
- University of Southern Mississippi, B.S.B.A., Accounting, 2002, highest honors

Courts

- U.S. Court of Appeals, Fifth Circuit, 2005
- U.S. District Court, Southern District of Mississippi, 2005
- U.S. District Court, Northern District of Mississippi, 2005
- Mississippi Appellate and Trial Courts, 2005

BRANT PETTIS

Bar Admissions

- Mississippi, 2005

Professional Affiliations

- Association of General Contractors, Mississippi Chapter
- ACA International, MAP Member
- Leadership Mississippi, Class of 2016
- Leadership Gulf Coast, Class of 2010 - 2011
- Harrison County Bar Association, Vice President, 2016

Awards & Accolades

- Mid-South Super Lawyers, Rising Star, 2013 – Present
- AV-rated by Martindale-Hubbell

Community Involvement

- Trinity United Methodist Church

JAMES DARTLIN MEADOWS

Partner | Atlanta

(404) 962-3529

dmeadows@balch.com

balch.com/dmeadows



Dart Meadows is a trial lawyer with over 33 years of experience in successfully resolving a wide variety of complex disputes. He has tried dozens of cases in state and federal court in Georgia and other states. Dart has defended litigation claims and suits in over 35 states. His focus is on business litigation, product liability, healthcare, and real estate litigation. Dart has developed a national practice representing domestic and international woodworking machinery manufacturers, distributors, and dealers in product liability litigation.

SELECT MATTERS

- Antonio Hatcher v. SCM Group North America, Inc.: Summary Judgment. (March 2016)
- Stephen Emery v. SCM Group North America, Inc.: Defense verdict. (May 2015)
- Lockton Insurance Companies, Inc. et al v. APAC-Southeast, Inc., et al.; 297 Ga. App. 553, 677: Summary Judgment affirmed. (2009)
- Raimondo Terrasi and Alisa Terrasi v. Seacoast Machinery Corp., et al.; Middlesex Superior Court (Boston, MA); Civil Action No. 01-0641: Defense of product liability suit involving hand amputation. (2001)
- Jose Herrera vs. SCM Group North America, Inc.: Case resolved at trial with SCM Group North America not paying any fees. (October 2015)

DART MEADOWS

CREDENTIALS

Education

- West Virginia University College of Law, J.D., 1983, Order of the Coif
- West Virginia University, B.A., 1979, Chemistry, magna cum laude

Courts

- Georgia Superior Court, 1983
- Georgia State Courts, 1983
- U.S. District Court, Northern District of Georgia
- U.S. District Court, Middle District of Georgia
- Supreme Court of Georgia
- U.S. Court of Appeals, Eleventh Circuit
- U.S. Court of Appeals, Third Circuit, 2006
- U.S. District Court, Southern District of West Virginia
- West Virginia Supreme Court of Appeals
- Supreme Court of the United States

Bar Admissions

- Georgia, 1983
- West Virginia, 1983

Professional Affiliations

- BBVA Compass Advisory Board, Atlanta, Board of Directors
- USTA Georgia, Board of Directors, Vice President
- Friends of Bitsy Grant Tennis Center, Board of Directors
- Georgia Defense Lawyers Association, Board of Directors
- Atlanta Bar Association
- American Bar Association
- Product Liability Advisory Council

DART MEADOWS

- Defense Research Institute (DRI)
- Federation of Defense and Corporate Council
- Lawyers Club of Atlanta

Awards & Accolades

- The Best Lawyers in America, Personal Injury Litigation – Defendants, 1995 - present
- AV-rated by Martindale-Hubbell
- Top Rated Lawyer in Healthcare, American Media

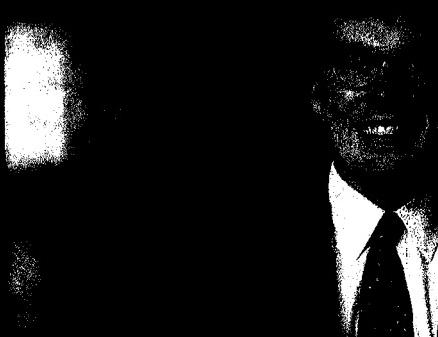
STEPHEN F. BROADUS IV

Attorney | Gulfport

(228) 214-0378

sbroadus@balch.com

balch.com/sbroadus



Stephen Broadus focuses his practice on business transactions and general litigation matters. Stephen has worked on matters before various state agencies and has drafted transactional documents for both small and large businesses.

CREDENTIALS

Education

- Mississippi State University, B.B.A. Marketing, 2013
- Mississippi College School of Law, J.D., 2016, magna cum laude; Technical Editor, Mississippi College Law Review

Bar Admissions

- Mississippi, 2016

Professional Affiliations

- Mississippi Bar Association

Awards & Accolades

- American Jurisprudence Awards: Administrative Law, Environmental Law, Professional Responsibility and Ethics and Federal Income Tax
- Mississippi College Law Review Publication Award

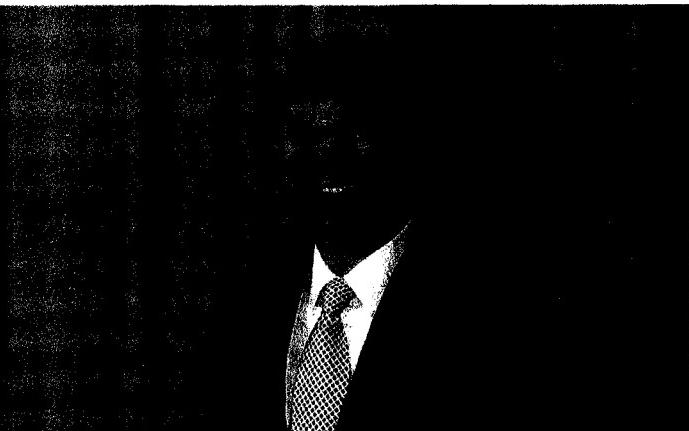
MARK E. BOND

Attorney | Gulfport

(228) 214-0420

mbond@balch.com

balch.com/mbond



Mark Bond counsels clients on a vast array of real estate related issues. His expertise extends to the representation of electric utilities, financial institutions, developers, and corporate clients for commercial closings. His litigation practice is primarily based in real estate related issues and the representation of various state agencies in matters pertaining to public procurement and corporate governance.

SELECT MATTERS

- Represent electric utility by conducting due diligence and commercial closings related to large-scale land acquisition program of fee purchases totaling approximately 5,000 acres for purposes of providing a lignite mine used to fuel an electric generation facility.
- Representation of electric utility assisting with examination of mineral title to surface and subsurface (oil, gas, coal, and lignite) of fee-owned property and assist in the preparation of preliminary mining title opinions related to same.
- Represent various state agencies in public procurement of service contracts and construction contracts.
- Representation of electric utility assisting with litigation for eminent domain matters.
- Representation of industrial and commercial clients making appeals to local governing authorities related to the determination of assessment valuations for purposes of ad valorem taxes.
- Represented approximately 80 landowners in obtaining a judgment confirming a complex heirship and establishing undivided ownership in privately held land located on Horn Island in Jackson County, Mississippi.

MARK BOND

- Represent various state agencies on matters pertaining to the Administrative Procedures Act and the Public Records Act.
- Representation of financial institutions related to commercial closings.

CREDENTIALS

Education

- University of Mississippi School of Law, J.D., 2011, cum laude; Mississippi Law Journal, Associate Mississippi Articles Editor
- University of Mississippi, M.B.A., 2006
- University of Mississippi, B.S., 2004

Courts

- U.S. Court of Appeals, Fifth Circuit, 2011
- Mississippi Supreme Court, 2011
- U.S. District Court, Northern District of Mississippi, 2011
- U.S. District Court, Southern District of Mississippi, 2011
- Hinds County Chancery Court, 2011

Bar Admissions

- Mississippi, 2011

Professional Affiliations

- The Mississippi Bar
- The Mississippi Young Lawyer's Association
- The Harrison County Bar Association
- The Rocky Mountain Mineral Law Foundation

Awards & Accolades

- Mississippi Banker's Association School of Banking, Graduate, April 2008

PROFESSIONAL FEES

Attorneys will be billed at a flat rate of \$350.00/hour, with the exception of special circumstances for areas requiring unique expertise. Such special circumstances will be identified and notice given to WVCAD for approval prior to any legal fees being incurred. It is anticipated that such special circumstances will account for less than 5 percent of Balch's attorney work.

It is anticipated that the majority (90 percent) of the work will necessarily involve Balch attorneys. Paralegals will be engaged as needed at an hourly rate of \$175.00/hour.

Travel will be billed at 50 percent of the hourly rate, plus reasonable expenses.

ACCOLADES & AWARDS

WE RECEIVED A 4.7 RATING (OUT OF 5.0) IN THE ASSOCIATION OF CORPORATE COUNSEL (ACC) VALUE INDEX.



98 Lawyers have AV Ratings with Martindale-Hubbell

106 Lawyers listed in Best Lawyers in America

66 Lawyers listed in Super Lawyers

35 Lawyers ranked in Chambers USA 2016

13 Practice Areas ranked in Chambers USA 2016

8 Lawyers named Fellows in The American College of Trial Lawyers

4 Lawyers named Fellows in The American College of Bond Counsel

1 Lawyer named a Fellow in The American College of Real Estate Attorneys

1 Lawyer named a Fellow in The American College of Environmental Lawyers

1 Lawyer named a Fellow in The American College of Trust & Estate Counsel

"I believe Balch & Bingham offers exceptional value for an exemplary service."

-Chambers USA 2016

"Their performance is excellent, they're very punctual. I don't think I could ask for any more. They have a vast amount of experience in all aspects of business law."

-Chambers USA 2016

"Experience, industry knowledge and client care are among their best strengths."

-Chambers USA 2016

OUR APPROACH TO CLIENT SERVICE

We have 90 years of history managing client partnerships with efficient processes and transparencies that result in predictable, value-driven client experiences. Our firm culture is driven by a commitment to excellence in every client engagement.

Our team is skilled in the disciplines of process management, budgeting and proactive, consistent communication. We have adopted firm-wide Client Service Standards that guide us during each engagement – they highlight our dedication to our client, their goals and our focus on enriching the client experience by creating value-added solutions.

COST MANAGEMENT

Balch will help you manage the cost of legal services.

- We will use the latest in process management techniques and technologies to move matters as quickly and efficiently as possible.
- Our fee agreements will be tailored to meet your specific business needs. We have experience with traditional hourly billing, blended rates, flat or fixed fees, contingency fees, phase or stage billing, risk collars, retainers, or any fee arrangement that meets your budget or business risk goals.
- We will assess many of your internal processes and provide suggestions on ways to engage us more cost effectively.
- We will create budgets down to the matter level, if preferred, and benchmark our performance against these metrics.
- We will discuss staffing preferences and ensure that the most cost-effective professionals are performing your work.
- We will serve in a coordinating counsel role to improve billing and status reporting for those matters requiring multiple law firms.
- Our goal is to provide legal services that not only are financially efficient, but also are predictable.

COMMUNICATION

- Balch will establish communication protocols to suit your preferences.
- You will know where matters stand. We are experienced with periodic status reports, extranet portals, and other forms of communication so that you will remain current on its legal matters.
- We will ask how often you would like to hear from us and the preferred method for communicating.
- We will establish methods for you to communicate any dissatisfaction or concerns you have with our service, and we will respond immediately.

BALCH OFFERS UNCOMMON VALUE



INDUSTRY EXPERTISE

Industry leadership, relationships and expertise unmatched by any firm in the South



DEEP BENCH

More than 250 attorneys and lobbyists across seven offices in four states and the District of Columbia



GOVERNMENT RELATIONSHIPS

Familiarity with legislators, regulators and the judiciary at the federal, state and local levels, and one of the largest law firm PACs in the US



PRE-MATTER ASSESSMENTS

Discuss strategy, staffing and communication expectations



POST-MATTER REVIEWS

Receive feedback and identify lessons learned for both the company and our team



ANNUAL STRATEGIC AND SATISFACTION ASSESSMENT

Understand the company's broad business and legal goals



SERVICE LEVEL STANDARDS

Develop common benchmarks and cycle-time expectations, and report on progress quarterly or annually



DOCUMENT WAREHOUSE

Store the company's forms, templates and critical documents for repetitive use and access, as well as entity management



TECHNOLOGY

Designed to improve efficiencies, minimize the possibility of errors and reduce the overall cost of legal services

REFERENCES

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